

HOST HOTELS & RESORTS, INC.

Form 8-K

December 15, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF**

**THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): December 15, 2009**

**HOST HOTELS & RESORTS, INC.**

**(Exact Name of Registrant as Specified in Charter)**

**Maryland**  
**(State or Other Jurisdiction of**

**Incorporation or Organization)**

**001-14625**  
**(Commission File Number)**

**53-0085950**  
**(I.R.S. Employer**

**Identification No.)**

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**6903 Rockledge Drive**

**Suite 1500**

**Bethesda, Maryland 20817**

**(Address of principal executive offices and Zip Code)**

**(240) 744-1000**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events**

On December 15, 2009, Host Hotels & Resorts, Inc. ( Host REIT ) issued a press release announcing that Host Hotels & Resorts, L.P., for whom Host REIT acts as general partner, was launching an offering of \$300 million aggregate principal amount of new exchangeable senior debentures. A copy of the press release is attached hereto and is incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit

| No.  | Description   |
|------|---|
| 99.1 | Press Release issued by Host Hotels & Resorts, Inc., dated December 15, 2009. |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HOST HOTELS & RESORTS, INC.

Date: December 15, 2009

By: */s/* **BRIAN G. MACNAMARA**  
**Brian G. Macnamara**  
**Senior Vice President, Corporate Controller**

EXHIBIT INDEX

Exhibit

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